

Babson Capital Management LLC

Form of Adherence Letter

April 6, 2009

International Swaps and Derivatives Association, Inc.

Send to: hardwiring@isda.org

Dear Sirs,

2009 ISDA Credit Derivatives Determinations Committees and Auction Settlement CDS Protocol - Adherence

The purpose of this letter is to confirm our adherence to the 2009 ISDA Credit Derivatives Determinations Committees and Auction Settlement CDS Protocol as published by the International Swaps and Derivatives Association, Inc. on March 12, 2009 (the **Protocol**). This letter constitutes an Adherence Letter as referred to in the Protocol. The definitions and provisions contained in the Protocol are incorporated into this Adherence Letter, which will supplement and form part of each Protocol Covered Transaction (now or in the future) entered into between us and each other Adhering Party.

1. Specified Terms

The amendments in Schedule 1 of the Protocol shall apply to Protocol Covered Transactions to which we are a party in accordance with the terms of the Protocol.

2. Appointment as Agent and Release

We hereby appoint ISDA as our agent for the limited purposes of the Protocol and accordingly we waive any rights and hereby release ISDA from any claims, actions or causes of action whatsoever (whether in contract, tort or otherwise) arising out of or in any way relating to this Adherence Letter or our adherence to the Protocol or any actions contemplated as being required by ISDA.

3. DTCC Account Number

For purposes of electronic matching and counterparty recognition, our DTCC Account Number is as follows, but you understand and agree that our failure to provide any such details pursuant to this Adherence Letter will not affect the legal validity and binding nature of the Protocol with respect to us:

DTCC Account Number: provide on Schedule A

4. Contact Details

Our contact details for purposes of this Adherence Letter are:

Name: Chris DeFrancis
Address: 1500 Main St Springfield MA 01115
Telephone: 413-226-1060
Fax: 413-226-2060
E-mail: cdefrancis@babsoncapital.com

We consent to the publication of a conformed copy of this letter by ISDA and to the disclosure by ISDA of the contents of this letter.

Yours faithfully,

By: Babson Capital Management as Investment Manager as listed in Schedule A attached.

By: Eric Partlan
Eric Partlan
Managing Director

SCHEDULE A

Babson Capital Loan Strategies Master Fund, L.P. – 0000S439
Babson Capital Credit Strategies Master Fund, L.P.
Babson Capital High Yield, LLC
Blue Chip Multi-Strategy Master Fund, L.P. – 000012X1
C.M. Life Insurance Company – 00006P72
Connecticut Valley Structured Credit CDO I, Ltd – 00006P75
Connecticut Valley Structured Credit CDO II, Ltd – 00006P74
Connecticut Valley Structured Credit CDO III, Ltd
Connecticut Valley Structured Credit CDO IV, Ltd
Darby CBO, LLC
ESP Funding I, Ltd.
Massachusetts Mutual Life Insurance Company on behalf of its FPD Alpha Backed
Notes Separate Account – 0000651X
Hakone Fund II
Babson Global Macro Master Fund, L.P. f/k/a Leland Fund LP – 000099X1
Massachusetts Mutual Life Insurance Company
MassMutual High Yield Partners II LLC
MassMutual Asia Ltd. – 00006P91
MassMutual Corporate Value Partners
MassMutual Premier Funds - Balanced Fund
MassMutual Premier Funds - Core Bond Fund
MassMutual Premier Funds - Diversified Bond Fund
MassMutual Premier Funds - High Yield Fund
MassMutual Premier Funds - Inflation Protected Bond Fund
MassMutual Premier Funds - Short Duration Bond Fund
MML Series Investment Fund II - MML Blend Fund
MML Series Investment Fund II - MML Inflation Protected and Income Fund
MML Series Investment Fund II - MML Managed Bond Fund
Osprey CDO 2006-1, Ltd
Pioneer Valley Structured Credit CDO I, Ltd.
Phoenix Funding Limited
Sapphire Valley CDO I, Ltd
Somers CDO, Limited
Somerset Special Opportunities Master Fund LP – 00002L07
Winterset Master Fund L.P. – 00007P09